

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

June 3, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Full Maintenance Lease Agreement dated as of April 17, 1997 ("Memorandum of Lease") between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: PSI Energy, Inc.
1000 East Main Street
Plainfield, IN 46168

The equipment involved in this transaction is as follows:

Equipment: One hundred seven (107) railcars, more fully described in Schedule A to the Memorandum of Lease.

Please file this agreement as a primary document. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

PHapin

Patrick Hapin
Document Administrator

/ph
Enclosures (2)

RECORDATION NO. 20704

FILED

JUN 4 '97

11-00AM

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 4 11-00AM '97

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

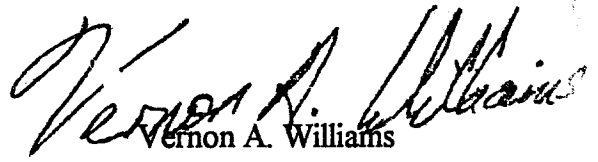
Patrick Hapin
Document Administrator
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

DATE: 6/4/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 6/4/97 at 10:57 AM and 11:00AM, and assigned recordation number(s). 17567-C, 18905-P, 18905-Q, 20703, 20804, 13690-I, 16229-C, 18007-B, 19430-A and 19822-A.

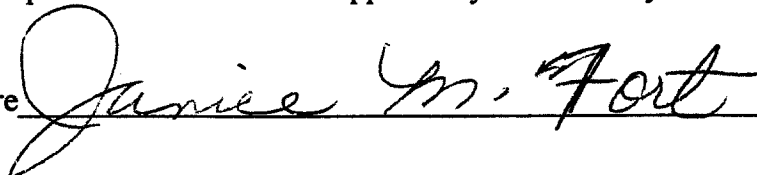
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 240.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



JUN 4 '97 11-00AM

MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT


THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is made as of April 17, 1997 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of April 17, 1997 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and PSI ENERGY, INC., an Indiana corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

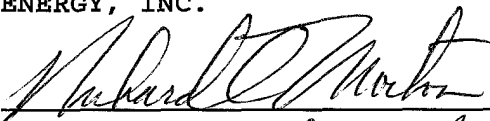
By: 

Print Name: Richard C. Kirchner

Its: President

LESSEE

PSI ENERGY, INC.

By: Print Name: Richard C. MortonIts: FUEL CONTRACT MANAGER

SCHEDULE A
TO THE MEMORANDUM OF LEASE
THE UNITS

Equipment Description

One hundred seven (107), 3800 cubic foot, 100-ton capacity, roller bearing, five-pocket, steel rapid discharge coal hopper railcars with 45 degree stainless steel slope sheets and electro-pneumatically controlled hopper doors; built by Ortner Freight Car in 1978, 1980 and 1981.

| <u>Unit Numbers</u> | | <u>Unit Numbers</u> | | <u>Unit Numbers</u> | | <u>Unit Numbers</u> | |
|---------------------|------------|---------------------|------------|---------------------|------------|---------------------|-------------|
| 1 | HLMX 78002 | 28 | HLMX 80017 | 55 | HLMX 80353 | 82 | HLMX 81065 |
| 2 | HLMX 78003 | 29 | HLMX 80239 | 56 | HLMX 80355 | 83 | HLMX 81067 |
| 3 | HLMX 78006 | 30 | HLMX 80247 | 57 | HLMX 80357 | 84 | HLMX 81069 |
| 4 | HLMX 78009 | 31 | HLMX 80248 | 58 | HLMX 80359 | 85 | HLMX 81072 |
| 5 | HLMX 78015 | 32 | HLMX 80252 | 59 | HLMX 80360 | 86 | HLMX 81073 |
| 6 | HLMX 78029 | 33 | HLMX 80261 | 60 | HLMX 80361 | 87 | HLMX 81074 |
| 7 | HLMX 78044 | 34 | HLMX 80264 | 61 | HLMX 80366 | 88 | HLMX 81075 |
| 8 | HLMX 78049 | 35 | HLMX 80266 | 62 | HLMX 80378 | 89 | HLMX 81079 |
| 9 | HLMX 78055 | 36 | HLMX 80276 | 63 | HLMX 80383 | 90 | HLMX 81467 |
| 10 | HLMX 78087 | 37 | HLMX 80290 | 64 | HLMX 80410 | 91 | HLMX 81485 |
| 11 | HLMX 78093 | 38 | HLMX 80292 | 65 | HLMX 80413 | 92 | HLMX 84024 |
| 12 | HLMX 78094 | 39 | HLMX 80300 | 66 | HLMX 80415 | 93 | HLMX 84034 |
| 13 | HLMX 78120 | 40 | HLMX 80309 | 67 | HLMX 80421 | 94 | HLMX 84040 |
| 14 | HLMX 78122 | 41 | HLMX 80310 | 68 | HLMX 80453 | 95 | HLMX 84142 |
| 15 | HLMX 78123 | 42 | HLMX 80313 | 69 | HLMX 80455 | 96 | HLMX 84043 |
| 16 | HLMX 78146 | 43 | HLMX 80314 | 70 | HLMX 81001 | 97 | HLMX 84045 |
| 17 | HLMX 78164 | 44 | HLMX 80321 | 71 | HLMX 81002 | 98 | HLMX 84142 |
| 18 | HLMX 78195 | 45 | HLMX 80323 | 72 | HLMX 81005 | 99 | HLMX 197818 |
| 19 | HLMX 78198 | 46 | HLMX 80324 | 73 | HLMX 81016 | 100 | HLMX 197821 |
| 20 | HLMX 80003 | 47 | HLMX 80329 | 74 | HLMX 81019 | 101 | HLMX 197831 |
| 21 | HLMX 80005 | 48 | HLMX 80330 | 75 | HLMX 81020 | 102 | HLMX 197832 |
| 22 | HLMX 80006 | 49 | HLMX 80331 | 76 | HLMX 81021 | 103 | HLMX 197847 |
| 23 | HLMX 80007 | 50 | HLMX 80334 | 77 | HLMX 81023 | 104 | HLMX 197852 |
| 24 | HLMX 80008 | 51 | HLMX 80339 | 78 | HLMX 81024 | 105 | HLMX 197888 |
| 25 | HLMX 80009 | 52 | HLMX 80344 | 79 | HLMX 81049 | 106 | HLMX 197897 |
| 26 | HLMX 80012 | 53 | HLMX 80346 | 80 | HLMX 81050 | 107 | HLMX 197954 |
| 27 | HLMX 80015 | 54 | HLMX 80348 | 81 | HLMX 81051 | | |

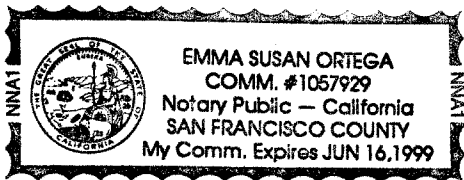
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STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On May 29, 1997, before me, Emma S. Ortega - Notary Public, personally appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF Indiana)
) S.S.
COUNTY OF Hendricks)

On May 27, 1997, before me, Dorothy M. Shute, personally appeared Richard C. Morton, Fuel Contract Manager of **PSI ENERGY, INC.**,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Dorothy M. Shute
SIGNATURE OF THE NOTARY

[Notarial Seal]

My commission expires May 8, 2001
My county of residence is Hendricks